

ORIGINAL

LAW OFFICES
LEVENTHAL, SENTER & LERMAN P.L.L.C.

SUITE 600
2000 K STREET, N.W.
WASHINGTON, D.C. 20006-1809

NORMAN P. LEVENTHAL
MEREDITH S. SENTER, JR.
STEVEN ALMAN LERMAN
RAUL R. RODRIGUEZ
DENNIS P. CORBETT
BRIAN M. MADDEN
BARBARA K. GARDNER
STEPHEN D. BARUCH
SALLY A. BUCKMAN
NANCY L. WOLF
DAVID S. KEIR
DEBORAH R. COLEMAN
NANCY A. ORY
WALTER P. JACOB
LINDA D. FELDMANN
RENÉE L. ROLAND
ROSS G. GREENBERG
JOHN D. POUTASSE
MATTHEW H. BRENNER*

*ADMITTED CA ONLY

TELEPHONE
(202) 429-8970

TELECOPIER
(202) 293-7783

SENIOR COMMUNICATIONS
CONSULTANT
MORTON I. HAMBURG

WRITER'S DIRECT DIAL
202-416-6780

WRITER'S E-MAIL
DCORBETT@LSL-LAW.COM

April 29, 1997

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Federal Communications Commission
Office of Secretary

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VIA HAND DELIVERY

Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W.
Washington, DC 20554

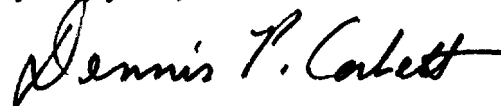
Re: WT Docket No. 97-115

Dear Mr. Caton:

On behalf of Hellman & Friedman Capital Partners II, L.P., I am transmitting herewith an original and six copies of its Comments on Emergency Motion for Special Relief and Stay of Proceedings Regarding MobileMedia Corporation in the above-referenced proceeding.

Should there be any questions concerning this matter, please contact the undersigned.

Very truly yours,



Dennis P. Corbett

DPC:kbs
Enclosures

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ORIGINAL

BEFORE THE

Federal Communications Commission

WASHINGTON, D.C. 20554

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Federal Communications Commission
Office of Secretary

In the Matter of)

MOBILEMEDIA CORPORATION, et al.)

WT Docket No. 97-115

Applicant for Authorizations and Licensee of
Certain Stations in Various Services)

To: The Honorable Joseph Chachkin

**COMMENTS ON EMERGENCY MOTION FOR SPECIAL RELIEF
AND STAY OF PROCEEDINGS REGARDING MOBILEMEDIA CORPORATION**

Hellman & Friedman Capital Partners II, L.P. ("Hellman & Friedman"), on behalf of its principals F. Warren Hellman, Tully M. Friedman, John L. Bunce, Jr., and Mitchell R. Cohen (these four individuals collectively referred to herein as the "H&F Directors"), all of whom are Directors of MobileMedia Corporation ("MobileMedia"), hereby comment on the April 23, 1997 Emergency Motion for Special Relief and Stay of Proceedings Regarding MobileMedia Corporation ("Stay Motion") filed by MobileMedia in the above-captioned proceeding.^{*/}

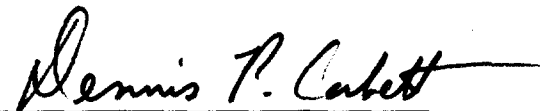
^{*/} As an entity whose interests are obviously implicated by the Stay Motion, Hellman & Friedman has standing to file these comments and respectfully requests leave to file them.

As MobileMedia Directors, the H&F Directors voted for and fully support the Stay Motion. For all the reasons set forth therein, it should be promptly granted. Footnote 4 of the Stay Motion referenced ongoing "discussions with the Wireless Telecommunications Bureau Staff as to procedures for narrowing and expeditiously resolving any issues applicable to directors individually, in this proceeding or other expedited procedural mechanism." The purpose of these comments is to report that those discussions have not yet produced a consensus about a procedural mechanism for resolving such issues and to urge the Commission to make clear that if Hellman & Friedman's preferred course, adoption of such a procedural mechanism, is not in place at the time a stay is granted, such discussions will continue in good faith even after grant of a stay. The record compiled in the investigation, which included the depositions of all H&F Directors, compellingly demonstrates that the H&F Directors did not participate in the wrongdoing which is the central focus of the hearing designation order, FCC 97-124, released April 8, 1997 in this proceeding. The wrongdoing was promptly and voluntarily disclosed to the Commission by MobileMedia after its Board learned of it. Throughout, the H&F Directors have offered total cooperation in the Commission's investigation. Under such circumstances, there are compelling public interest reasons for the Commission to work with the H&F Directors to establish a

mutually acceptable mechanism for finding that, during the pendency of a stay, the H&F Directors are basically qualified to hold licenses issued by the Commission for businesses other than MobileMedia.

Respectfully submitted,

HELLMAN & FRIEDMAN CAPITAL
PARTNERS II, L.P.

By: 
Steven A. Lerman
Dennis P. Corbett

Leventhal, Senter & Lerman
2000 K Street, N.W.
Suite 600
Washington, DC 20006-1809

April 29, 1997

Its Attorneys

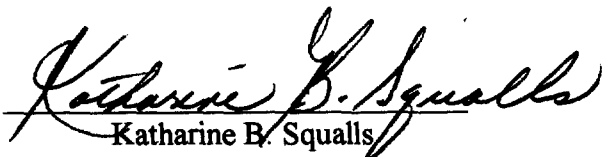
CERTIFICATE OF SERVICE

I, Katharine B. Squalls, hereby certify that a true and correct copy of the foregoing
"Comments on Emergency Motion for Special Relief and Stay of Proceedings Regarding
MobileMedia Corporation" was sent by first-class postage prepaid mail this 29th day of April
1997 to the following:

- * Chairman Reed E. Hundt
Federal Communications Commission
1919 M Street, N.W.
Room 814
Washington, DC 20554
- * Commissioner James H. Quello
Federal Communications Commission
1919 M Street, N.W.
Room 802
Washington, DC 20554
- * Commissioner Rachelle B. Chong
Federal Communications Commission
1919 M Street, N.W.
Room 844
Washington, DC 20554
- * Commissioner Susan Ness
Federal Communications Commission
1919 M Street, N.W.
Room 832
Washington, DC 20554
- * William E. Kennard, Esq.
General Counsel
Federal Communications Commission
1919 M Street, N.W.
Room 614
Washington, DC 20554

* By Hand Delivery

- * Daniel B. Pythyon, Esq.
Acting Chief
Wireless Telecommunications Bureau
2025 M Street, N.W.
Room 5002
Washington, DC 20554
 - * Rosalind K. Allen, Esq.
Deputy Chief
Wireless Telecommunications Bureau
2025 M Street, N.W.
Room 5002
Washington, DC 20554
 - * Gary P. Schonman, Esq.
D. Anthony Mastando, Esq.
Enforcement Division
Wireless Telecommunications Bureau
2025 M Street, N.W.
Room 8308
Washington, DC 20554
 - * Judge Joseph Chachkin
Office of Administrative Law Judges
Federal Communications Commission
2000 L Street, N.W.
Room 226
Washington, DC 20554
- Richard E. Wiley, Esq.
Robert L. Pettit, Esq.
Nancy J. Victory, Esq.
Wiley, Rein & Fielding
1776 K Street, N.W.
Washington, DC 20006


Katharine B. Squalls